

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE: :
: Case No. 01-01139 (JKE)
: Jointly Administered
W. R. GRACE & CO., et al., :
: Chapter 11
: Debtors. :

**ORDER GRANTING BANK OF AMERICA LIMITED RELIEF
FROM THE AUTOMATIC STAY TO SETOFF
CERTAIN DEMINIMIS DEPOSIT ACCOUNT**

Upon the Motion of Bank of America, N.A. for Limited Relief from the Automatic Stay to Enable Setoff of Deminimis Deposit Account Balance Against Outstanding Letter of Credit Obligations ("Motion") that would grant limited relief from the automatic stay to allow Bank of America to setoff a certain pre-petition deposit account balance owned by Grace-Conn against certain pre-petition reimbursement obligations of Grace-Conn. arising in respect of certain letters of credit; and upon consideration of the pleadings and exhibits filed in this matter, and the arguments of counsel; and a hearing having been held on the Motion on October 28, 2002; and due and sufficient notice of the Motion having been given; and after due deliberation thereon; and good and sufficient cause appearing therefor,

ACCORDINGLY, IT IS HEREBY ORDERED THAT:

1. The Motion is hereby granted in all respects.
2. Except for the limited relief requested by the Motion, the automatic stay with respect to each of the Debtors shall remain in full force and effect.

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3. This Court shall retain jurisdiction to interpret, enforce and implement the terms and provisions of this Order and to resolve any disputes arising hereunder.

Dated: Wilmington, Delaware
October 24, 2002

Judith K. Fitzgerald
UNITED STATES BANKRUPTCY JUDGE